

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

BARNEYS NEW YORK, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 19-36300 (CGM)
)
) (Jointly Administered)
)

**CERTIFICATION OF STRETTO REGARDING TABULATION OF
CONSENT FORMS IN CONNECTION WITH THE JOINT CHAPTER 11 PLAN
OF BARNEYS NEW YORK, INC. AND ITS DEBTOR AFFILIATES**

I, James Sean McGuire, depose and say under the penalty of perjury:

1. I am a Director at Stretto, which has offices located at 410 Exchange, Suite 100, Irvine, California 92602. I am over the age of eighteen years and neither I nor Stretto is a party to these proceedings. I am duly authorized to submit this certification on behalf of Stretto (the “Consent Certification”). Except as otherwise indicated, all matters set forth herein are based upon my personal knowledge, and, if called as a witness, I could and would testify competently thereto.

2. I submit this Consent Certification in connection with the tabulation of consent forms electing to agree or disagree to the treatment for holders of Administrative, Priority Tax, or Other Priority Claims under the *Joint Chapter 11 Plan of Barneys New York, Inc. and Its Debtor Affiliates* [Docket No. 611, Exhibit C] filed in the above-captioned cases (as further amended, modified or supplemented, the “Plan”).

3. Except as otherwise noted, I have personal knowledge of the facts set forth herein. As to statements of facts of which I do not have direct personal knowledge, I understand and believe them to be true based upon information gathered from other employees of Stretto and my

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Barneys New York, Inc. (1818); Barney’s, Inc. (2980); BNY Catering, Inc. (4434); BNY Licensing Corp. (4177); and Barneys Asia Co. LLC (0819). The location of the Debtors’ service address is 660 Madison Avenue, 9th Floor, New York, New York 10065.

review of relevant documents and court pleadings. As to statements that represent opinions, I believe that I am qualified to offer such opinions. I am authorized to submit this Consent Certification on behalf of Stretto. If I were called to testify, I could and would testify competently as to the facts set forth herein.

4. This Court authorized Stretto's retention as (a) the claims and noticing agent to the above-captioned debtors and debtors in possession (collectively, the "Debtors") pursuant to the *Order (I) Authorizing and Approving the Appointment of Stretto as Claims and Noticing Agent to the Debtors and (II) Granting Related Relief*, dated August 7, 2019 [Docket No. 55] and (b) the administrative advisor pursuant to the *Order Authorizing Appointment of Stretto as Administrative Advisor Nunc Pro Tunc to the Petition Date*, dated September 19, 2019 [Docket No. 270] (collectively, the "Retention Orders"). The Retention Orders authorize Stretto to assist the Debtors with, among other things, the service of solicitation materials and tabulation of consent forms electing to agree or disagree to the treatment for holders of Administrative, Priority Tax, or Other Priority Claims under the Plan. Stretto and its employees have considerable experience in soliciting and tabulating similar processes. *See, e.g., In re Z Gallerie, LLC*, No. 19-10488 (KBO) (Bankr. D. Del.); *In re Oklahoma ProCure Management, LLC*, No. 18-12622 (MFW) (Bankr. D. Del.); *In re Sancilio Pharmaceuticals Company, Inc.*, No. 18-11333 (CSS) (Bankr. D. Del.); *In re BICOM NY, LLC*, No. 17-11906 (MEW) (Bankr. S.D.N.Y.); *In re Francis' Drilling Fluids, Ltd.*, No. 18-35441 (MJ) (Bankr. S.D. Tex.); *In re Elk Petroleum, Inc.*, No. 19-11157 (LSS) (Bankr. D. Del.).

5. On December 19, 2019, the Court entered the *Order Approving (I) the Adequacy of the Disclosure Statement; (II) Solicitation and Notice Procedures; (III) Forms of Ballots and Notices in Connection Therewith; and (IV) Certain Dates with Respect Thereto* (Docket No. 612)

(the “Disclosure Statement Order”).²

6. Pursuant to the Disclosure Statement Order, and in accordance with the solicitation procedures and the tabulation rules set forth therein (collectively the “Solicitation and Voting Procedures”), Stretto worked with the Debtors to solicit elections from holders of Administrative, Priority Tax, or Other Priority Claims to agree or disagree to their treatment under the Plan, and to tabulate consent forms of the applicable claimants. Holders of Administrative Claims, Priority Tax Claims, and Claims in Class 2 (Other Priority Claims) (collectively, the “1129(a)(9) Creditors”) were not entitled to vote on the Plan. However, as explained in the Disclosure Statement, there may be insufficient funds to pay Holders of Allowed Administrative and Priority Claims in full. Therefore, the Debtors solicited such holders to consent to “different treatment” for such claims. Further, the Disclosure Statement Order established December 11, 2019 as the Voting Record Date for determining which Holders of Claims were entitled to receive Solicitation Packages and, where applicable, elect to consent or not consent to their proposed treatment under the Plan.

7. On December 20, 2019, pursuant to and in accordance with the Disclosure Statement Order, Stretto served the Solicitation Packages (including the Consent Forms) on 1129(a)(9) Creditors. An affidavit evidencing Stretto’s service of the foregoing was filed with the Court on December 23, 2019 [Docket No. 620]. Subsequent Solicitation Packages were periodically served on the 1129(a)(9) Creditors on account of (a) forwarding instructions included on Solicitation Packages returned as undeliverable, and (b) additional proofs of claims filed after the Voting Record Date. These additional services are evidenced by affidavits filed with the Court

² Capitalized terms utilized but not otherwise defined herein shall have the meanings as ascribed to them in the Disclosure Statement Order.

[Docket Nos. 626, 639, 642, 643, 649, 650, 666, and 696]. Additionally, copies of the Disclosure Statement and its exhibits, including the Plan, were made available via the internet at <http://cases.stretto.com/barneys> on December 19, 2019.

8. The Disclosure Statement Order established January 17, 2020 at 4:00 p.m. (prevailing Eastern Time) as the deadline by which all Consent Forms were to have been received by Stretto in order to be counted as a valid election to agree or disagree to the treatment of their claims under the Plan (the “Consent Deadline”).

9. Pursuant to the Disclosure Statement Order, and in accordance with the Solicitation and Voting Procedures approved thereby, Stretto received and tabulated the Consent Forms as follows:

- a. With respect to hard copy Consent Forms:
 - i. Each returned Consent Form was opened and/or inspected at Stretto’s offices; and
 - ii. Consent Forms were date-stamped upon receipt; and
- b. With respect to Consent Forms submitted via electronic mail:
 - i. Each Consent Form was downloaded, opened and inspected by employees of Stretto; and
 - ii. Consent Forms were date-stamped upon the receipt of the electronic mail.
- c. All Consent Forms received were then tabulated in accordance with the tabulation rules set forth in the Disclosure Statement Order.

10. In order for a Consent Form to be counted as valid, the Consent Form was required to have complied with the Solicitation and Voting Procedures, including the requirement that the

Consent Form be properly completed, executed by the Holder of the Claim (or such Holder's authorized representative), be submitted by an entity entitled to vote, and received by Stretto on or before the Consent Deadline. Except as set forth herein, Consent Forms that did not comply with the Solicitation and Voting Procedures were not counted. Except as set forth herein or in the exhibits attached hereto, (a) all Consent Forms that complied with the Solicitation and Voting Procedures were tabulated in accordance with the tabulation rules, which were not modified in any respect and (b) there were no defects or irregularities with any of the Consent Forms and no votes were changed or modified after they were cast.

11. I hereby certify that the results of the consent are as set forth in **Exhibit A** to this Consent Certification, which is a true and correct copy of the final tabulation of elections, cast by timely and properly completed Consent Forms received by Stretto.

12. I hereby certify that attached hereto as **Exhibit B** is a detailed tabulation report of all non-tabulated Consent Forms submitted to Stretto as of the filing of this Consent Certification.

13. I hereby certify that attached hereto as **Exhibit C** is a detailed report of all tabulated Consent Forms timely received by Stretto that, as of the filing of this Consent Certification, initially elected to not consent to the treatment for holders of Administrative, Priority Tax, or Other Priority Claims under the Plan. Any modification by such a holder to their initial election is detailed in the exhibit.

14. To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission and tabulation of Consent Forms in connection with the Plan is true and correct.

Dated: January 31, 2020

/s/ James Sean McGuire

James Sean McGuire

EXHIBIT A

Tabulation Summary

Consent Forms Counted			
Consent to Treatment		Do Not Consent to Treatment	
Number	Amount	Number	Amount
166	\$10,289,862.11	10	\$7,461.93
94.3%	99.9%	5.7%	0.1%

EXHIBIT B

**Detailed Report of All Non-Tabulated
Consent Forms Received**

Exhibit BDetailed Report of All Consent Forms Not Tabulated
(Sorted by Name)

Consent Form #	Debtor	Name	Date Filed	Asserted Amount	Consent to Treatment?	Reason Unacceptable
201	Barneys New York, Inc.	ALBAN TELEGRAFI	1/21/2020	\$435.53	Do Not Consent	Late-Filed Consent Form
193	Barneys New York, Inc.	ANDREW LLOYD	1/21/2020	\$185.87	Consent	Late-Filed Consent Form
66	Barneys New York, Inc.	ANNE BURGMAN HAGEY	1/9/2020	\$371.00	Consent	Duplicate of Consent Form 67
209	Barneys New York, Inc.	ARIANE MANN	1/23/2020	\$1,193.56	Consent	Late-Filed Consent Form
210	Barneys New York, Inc.	CAILEY SPARKS	1/24/2020	\$57.36	Consent	Late-Filed Consent Form
184	Barneys New York, Inc.	CAMICERIA SCABO DI BOLZONELLA SRL	1/20/2020	\$22,817.50	Consent	Late-Filed Consent Form
207	Barneys New York, Inc.	CARLA MCDUFFIE	1/21/2020	\$350.00	Consent	Late-Filed Consent Form
200	Barney's, Inc.	CHRISTINA BARAKOS	1/21/2020	\$150.00	Consent	Late-Filed Consent Form
214	Barney's, Inc.	COUP DE CHAMPIGNON CO., LTD	1/28/2020	\$21,833.82	Consent	Late-Filed Consent Form
211	Barneys New York, Inc.	COURTNEY TARPLEY	1/27/2020	\$1,000.00	Consent	Late-Filed Consent Form
186	Barneys New York, Inc.	ECHO GLOBAL LOGISTICS	1/21/2020	\$2,936.89	Consent	Late-Filed Consent Form
196	Barneys New York, Inc.	ELIZABETH A. DOWD	1/21/2020	\$0.00	Consent	Late-Filed Consent Form
185	Barneys New York, Inc.	FILOMENA O'NEILL	1/20/2020	\$915.62	Abstain	Late-Filed Consent Form
62	Barneys New York, Inc.	GLENN MILLER	1/9/2020	\$141.65	Abstain	Abstaining Consent Form
199	Barneys New York, Inc.	HEIDI DEVOE	1/21/2020	\$358.00	Consent	Late-Filed Consent Form
202	Barneys New York, Inc.	JACOB FRIED	1/21/2020	\$238.44	Consent	Late-Filed Consent Form
99	Barneys New York, Inc.	JOHNNY SHOURED	1/13/2020	\$250.00	Abstain	Abstaining Consent Form
190	Barneys New York, Inc.	KHALEEL MAGNUS	1/21/2020	\$133.00	Consent	Late-Filed Consent Form
189	BNY Licensing Corp.	KYONGHEE PARK	1/21/2020	\$643.29	Consent	Late-Filed Consent Form
213	Barneys New York, Inc.	LIV BROOKLYN DE HOYOS	1/28/2020	\$368.00	Consent	Late-Filed Consent Form
206	Barneys New York, Inc.	MINGHUI WANG	1/21/2020	\$620.10	Consent	Late-Filed Consent Form
8	Barneys New York, Inc.	MISS JENNIFER GORDON	1/2/2020	\$90.05	Abstain	Abstaining Consent Form
197	Barneys New York, Inc.	MS MICHELE BARTON	1/21/2020	\$50.00	Do Not Consent	Late-Filed Consent Form
188	Barneys New York, Inc.	OKSANA HOMUTINNIKOVA	1/21/2020	\$125.26	Consent	Late-Filed Consent Form
205	Barneys New York, Inc.	PARISSA PANDKHOU	1/21/2020	\$680.71	Consent	Late-Filed Consent Form
212	Barneys New York, Inc.	ROBIN STIER	1/27/2020	\$265.35	Consent	Late-Filed Consent Form
204	Barney's, Inc.	SAMANTHA ADLER	1/21/2020	\$5,000.00	Consent	Late-Filed Consent Form
198	Barneys New York, Inc.	SAVAIRA SUCHEDINA	1/21/2020	\$47.00	Consent	Late-Filed Consent Form

Exhibit BDetailed Report of All Consent Forms Not Tabulated
(Sorted by Name)

Consent Form #	Debtor	Name	Date Filed	Asserted Amount	Consent to Treatment?	Reason Unacceptable
203	Barneys New York, Inc.	SHIRIN HAVAEI	1/21/2020	\$685.56	Consent	Late-Filed Consent Form
191	Barneys New York, Inc.	SONIA OCASIO	1/21/2020	\$657.02	Consent	Late-Filed Consent Form
208	Barneys New York, Inc.	SUNG KIM	1/22/2020	\$597.59	Consent	Late-Filed Consent Form
187	Barneys New York, Inc.	TAM NGO	1/21/2020	\$174.81	Consent	Late-Filed Consent Form
195	Barneys New York, Inc.	VANESSA ENI	1/21/2020	\$79.30	Consent	Late-Filed Consent Form
192	Barneys New York, Inc.	VIORICA NECHITA	1/21/2020	\$947.22	Consent	Late-Filed Consent Form
194	Barneys New York, Inc.	ZIGOZAGO	1/21/2020	\$10,588.00	Do Not Consent	Late-Filed Consent Form

EXHIBIT C

**Detailed Report of Tabulated
Consent Forms Received Initially Electing to Not Consent
to Their Treatment Under the Plan**

Exhibit CDetailed Report of All Consent Forms Initially Not Consenting to Treatment
(Sorted by Name)

Consent Form #	Debtor	Name	Date Filed	Asserted Amount	Initial Consent to Treatment	Modified Consent to Treatment (if applicable)
106	Barneys New York, Inc.	A N BARNES	1/13/2020	\$554.18	Do Not Consent	
168	Barneys New York, Inc.	AMALGAMATED RETAIL RETIREMENT FUND	1/17/2020	\$0.00	Do Not Consent	
161	Barneys New York, Inc.	GOOGLE LLC	1/17/2020	\$975,311.60	Do Not Consent	Consent
5	Barneys New York, Inc.	ILANA MAKOVOZ	12/31/2019	\$903.37	Do Not Consent	
167	Barneys New York, Inc.	LUCIA KATZ	1/17/2020	\$633.43	Do Not Consent	
57	Barneys New York, Inc.	MARY ANN WARRINGTON	1/9/2020	\$1,874.35	Do Not Consent	
147	Barneys New York, Inc.	MELISSA MORTON	1/16/2020	\$750.00	Do Not Consent	
163	Barneys New York, Inc.	NATIONAL PLUS PLAN	1/17/2020	\$1.00	Do Not Consent	
135	Barney's, Inc.	NEW YORK-NEW JERSEY REGIONAL JOINT BOARD, AFFILIATED WITH WORKERS UNITED	1/16/2020	\$7,260,000.00	Do Not Consent	Consent
137	Barneys New York, Inc.	ORACLE AMERICA, INC. SUCCESSOR IN INTEREST TO RESPONSYS, TALEO & MICRO SYSTEMS, INC. ("ORACLE")	1/16/2020	\$361,433.39	Do Not Consent	Consent
157	Barneys New York, Inc.	ORACLE AMERICA, INC. SUCCESSOR IN INTEREST TO RESPONSYS, TALEO & MICRO SYSTEMS, INC. ("ORACLE")	1/17/2020	\$69,334.10	Do Not Consent	Consent
145	Barneys New York, Inc.	PHILLIP RHEE	1/16/2020	\$600.00	Do Not Consent	
124	Barney's, Inc.	PRECOGNITIVE, INC.	1/15/2020	\$81,250.00	Do Not Consent	Consent
171	Barneys New York, Inc.	RENATA GAR	1/17/2020	\$2,057.75	Do Not Consent	
84	Barneys New York, Inc.	RHONDA RAMSEY	1/13/2020	\$87.85	Do Not Consent	
162	Barneys New York, Inc.	THE HARMONIST INC	1/17/2020	\$42,537.00	Do Not Consent	Consent
134	Barneys New York, Inc.	WOLFORD AMERICA INC.	1/16/2020	\$27,834.00	Do Not Consent	Consent